



QUARTERLY STATEMENT  
AS OF September 30, 2005  
OF THE CONDITION AND AFFAIRS OF THE  
Unison Health Plan of Tennessee, Inc.

NAIC Group Code	2718 (Current Period)	2718 (Prior Period)	NAIC Company Code	11139	Employer's ID Number	62-1839257
Organized under the Laws of	Tennessee		State of Domicile or Port of Entry	Tennessee		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	08/09/2000		Commenced Business	07/01/2001		
Statutory Home Office	1000 Ridgeway Loop Road, Suite 203 (Street and Number)		Memphis, TN 38120 (City, or Town, State and Zip Code)			
Main Administrative Office	c/o Unison Administrative Services 300 Oxford Dr. (Street and Number)					
	Monroeville, PA 15146 (City or Town, State and Zip Code)		(412)858-4000 (Area Code) (Telephone Number)			
Mail Address	c/o Unison Administrative Services 300 Oxford Dr. (Street and Number or P.O. Box)		Monroeville, PA 15146 (City, or Town, State and Zip Code)			
Primary Location of Books and Records	c/o Unison Administrative Services 300 Oxford Dr. (Street and Number)					
	Monroeville, PA 15146 (City, or Town, State and Zip Code)		(412)858-4000 (Area Code) (Telephone Number)			
Internet Website Address	www.unisonhealthplan.com					
Statutory Statement Contact	Leslie Ann Gelpi (Name) Leslie.Gelpi@unisonhealthplan.com (E-Mail Address)		(412)858-4145 (Area Code)(Telephone Number)(Extension) (412)457-1414 (Fax Number)			
Policyowner Relations Contact	c/o Unison Administrative Services 300 Oxford Dr. (Street and Number)					
	Monroeville, PA 15146 (City, or Town, State and Zip Code)		(800)414-9025 (Area Code) (Telephone Number)(Extension)			

OFFICERS

Name	Title
John Paul Blank M.D.	Chief Executive Officer/President
David William Thomas	Secretary/Vice President & Gen. Counsel/Asst.Treas
Leslie Ann Gelpi	Treasurer/Vice President-Finance/Asst. Secretary
Matthew George Moore	Vice President and Executive Director
	#

OTHERS

DIRECTORS OR TRUSTEES

John Paul Blank M.D. John Hull Dobbs Jr.  
William Howard Lawson Jr.

State of Pennsylvania  
County of Allegheny ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) John Paul Blank, M.D. (Printed Name) President and CEO (Title)	(Signature) David W. Thomas (Printed Name) Secretary/VP & General Counsel/Asst. Treasurer (Title)	(Signature) Leslie Ann Gelpi (Printed Name) Treasurer/VP Finance/Asst. Secretary (Title)
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Subscribed and sworn to before me this day of , 2005	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[ ]   
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(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds .....	2,600,165		2,600,165	1,402,827
2.	Stocks:				
2.1	Preferred stocks .....				
2.2	Common stocks .....				
3.	Mortgage loans on real estate:				
3.1	First liens .....				
3.2	Other than first liens .....				
4.	Real estate:				
4.1	Properties occupied by the company (less \$..... encumbrances) .....				
4.2	Properties held for the production of income (less \$..... encumbrances) .....				
4.3	Properties held for sale (less \$..... encumbrances) .....				
5.	Cash (\$.....2,913,603), cash equivalents (\$.....) and short-term investments \$.....) .....	2,913,603		2,913,603	4,074,910
6.	Contract loans (including \$..... premium notes) .....				
7.	Other invested assets .....				
8.	Receivables for securities .....				
9.	Aggregate write-ins for invested assets .....				
10.	Subtotals, cash and invested assets (Lines 1 to 9) .....	5,513,768		5,513,768	5,477,737
11.	Title plants less \$..... charged off (for Title insurers only) .....				
12.	Investment income due and accrued .....	21,772		21,772	8,520
13.	Premiums and considerations:				
13.1	Uncollected premiums and agents' balances in the course of collection .....				
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums) .....				
13.3	Accrued retrospective premiums .....				
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers .....				
14.2	Funds held by or deposited with reinsured companies .....				
14.3	Other amounts receivable under reinsurance contracts .....				
15.	Amounts receivable relating to uninsured plans .....	99,880		99,880	
16.1	Current federal and foreign income tax recoverable and interest thereon .....				
16.2	Net deferred tax asset .....				
17.	Guaranty funds receivable or on deposit .....				
18.	Electronic data processing equipment and software .....				
19.	Furniture and equipment, including health care delivery assets (\$.....) .....				
20.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
21.	Receivables from parent, subsidiaries and affiliates .....	735		735	
22.	Health care (\$.....) and other amounts receivable .....				
23.	Aggregate write-ins for other than invested assets .....	33,420	33,420		
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	5,669,575	33,420	5,636,155	5,486,257
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26.	TOTAL (Lines 24 and 25) .....	5,669,575	33,420	5,636,155	5,486,257
DETAILS OF WRITE-INS					
0901	.....				
0902	.....				
0903	.....				
0998.	Summary of remaining write-ins for Line 9 from overflow page .....				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....				
2301.	Prepaid Expenses .....	33,420	33,420		
2302	.....				
2303	.....				
2398.	Summary of remaining write-ins for Line 23 from overflow page .....				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	33,420	33,420		

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$..... reinsurance ceded) .....	232,705		232,705	279,225
2.	Accrued medical incentive pool and bonus amounts .....				
3.	Unpaid claims adjustment expenses .....	402,340		402,340	356,628
4.	Aggregate health policy reserves .....				
5.	Aggregate life policy reserves .....				
6.	Property/casualty unearned premium reserve .....				
7.	Aggregate health claim reserves .....				
8.	Premiums received in advance .....				
9.	General expenses due or accrued .....	29,252		29,252	41,320
10.1	Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses)) .....				
10.2	Net deferred tax liability .....				
11.	Ceded reinsurance premiums payable .....				
12.	Amounts withheld or retained for the account of others .....				
13.	Remittances and items not allocated .....				
14.	Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current) .....				
15.	Amounts due to parent, subsidiaries and affiliates .....	100,247		100,247	164,482
16.	Payable for securities .....				
17.	Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers) .....				
18.	Reinsurance in unauthorized companies .....				
19.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
20.	Liability for amounts held under uninsured accident and health plans .....				92,086
21.	Aggregate write-ins for other liabilities (including \$..... current) .....				
22.	Total liabilities (Lines 1 to 21) .....	764,544		764,544	933,741
23.	Aggregate write-ins for special surplus funds .....	X X X	X X X		
24.	Common capital stock .....	X X X	X X X	100	100
25.	Preferred capital stock .....	X X X	X X X		
26.	Gross paid in and contributed surplus .....	X X X	X X X	2,989,400	2,989,400
27.	Surplus notes .....	X X X	X X X		
28.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
29.	Unassigned funds (surplus) .....	X X X	X X X	1,882,111	1,563,016
30.	Less treasury stock, at cost:				
30.1	..... shares common (value included in Line 24 \$.....) .....	X X X	X X X		
30.2	..... shares preferred (value included in Line 25 \$.....) .....	X X X	X X X		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30) .....	X X X	X X X	4,871,611	4,552,516
32.	Total Liabilities, capital and surplus (Lines 22 and 31) .....	X X X	X X X	5,636,155	5,486,257
DETAILS OF WRITE-INS					
2101	.....				
2102	.....				
2103	.....				
2198.	Summary of remaining write-ins for Line 21 from overflow page .....				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....				
2301	.....	X X X	X X X		
2302	.....	X X X	X X X		
2303	.....	X X X	X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page .....	X X X	X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	X X X	X X X		
2801	.....	X X X	X X X		
2802	.....	X X X	X X X		
2803	.....	X X X	X X X		
2898.	Summary of remaining write-ins for Line 28 from overflow page .....	X X X	X X X		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above) .....	X X X	X X X		

**STATEMENT OF REVENUE AND EXPENSES**

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
1.	Member Months .....	X X X .....		
2.	Net premium income (including \$..... non-health premium income) .....	X X X .....		
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....		
4.	Fee-for-service (net of \$..... medical expenses) .....	X X X .....		
5.	Risk revenue .....	X X X .....		
6.	Aggregate write-ins for other health care related revenues .....	X X X .....		
7.	Aggregate write-ins for other non-health revenues .....	X X X .....		
8.	Total revenues (Lines 2 to 7) .....	X X X .....		
<b>Hospital and Medical:</b>				
9.	Hospital/medical benefits .....			
10.	Other professional services .....			
11.	Outside referrals .....			
12.	Emergency room and out-of-area .....			
13.	Prescription drugs .....			
14.	Aggregate write-ins for other hospital and medical .....			
15.	Incentive pool, withhold adjustments and bonus amounts .....			
16.	Subtotal (Lines 9 to 15) .....			
<b>Less:</b>				
17.	Net reinsurance recoveries .....			
18.	Total hospital and medical (Lines 16 minus 17) .....			
19.	Non-health claims (net) .....			
20.	Claims adjustment expenses, including \$.....(171,687) cost containment expenses .....		(206,885)	(74,890)
21.	General administrative expenses .....		(176,459)	(212,602)
22.	Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only) .....			
23.	Total underwriting deductions (Lines 18 through 22) .....		(383,344)	(287,492)
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	383,344	287,492
25.	Net investment income earned .....		100,886	60,350
26.	Net realized capital gains (losses) less capital gains tax of \$.....			
27.	Net investment gains or (losses) (Lines 25 plus 26) .....		100,886	60,350
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)] .....			
29.	Aggregate write-ins for other income or expenses .....		25,000	
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X .....	509,230	347,842
31.	Federal and foreign income taxes incurred .....	X X X .....	173,185	118,267
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	336,045	229,575
<b>DETAILS OF WRITE-INS</b>				
0601	.....	X X X .....		
0602	.....	X X X .....		
0603	.....	X X X .....		
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....		
0701	.....	X X X .....		
0702	.....	X X X .....		
0703	.....	X X X .....		
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....		
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....		
1401	.....			
1402	.....			
1403	.....			
1498.	Summary of remaining write-ins for Line 14 from overflow page .....			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....			
2901.	Reverse Abandonment Accrual .....		25,000	
2902	.....			
2903	.....			
2998.	Summary of remaining write-ins for Line 29 from overflow page .....			
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....		25,000	

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1	2	3
	Current Year	Prior Year	
	To Date	To Date	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year .....	4,552,516	4,004,708	4,004,708
GAINS AND LOSSES TO CAPITAL & SURPLUS			
34. Net income or (loss) from Line 32 .....	336,045	229,575	548,888
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....			
39. Change in nonadmitted assets .....	(16,950)	(22,403)	(1,080)
40. Change in unauthorized reinsurance .....			
41. Change in treasury stock .....			
42. Change in surplus notes .....			
43. Cumulative effect of changes in accounting principles .....			
44. Capital Changes:			
44.1 Paid in .....			
44.2 Transferred from surplus (Stock Dividend) .....			
44.3 Transferred to surplus .....			
45. Surplus adjustments:			
45.1 Paid in .....			
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....			
47. Aggregate write-ins for gains or (losses) in surplus .....			
48. Net change in capital and surplus (Lines 34 to 47) .....	319,095	207,172	547,808
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	4,871,611	4,211,880	4,552,516
DETAILS OF WRITE-INS			
4701 .....			
4702 .....			
4703 .....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....			

**Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES**  
**September 30, 2005**

**Prepared in accordance with instructions from TDCI**

	Current Quarter	Current Year	Previous Year
	Total	Total	Total
MEMBER MONTHS	157,660	462,167	578,206
<b>REVENUES:</b>			
1. TennCare Capitation	Current Qtr	YTD	
Capitation	-	-	
ASO Administrative fees received	1,819,619	5,830,670	
ASO Medical expense	21,267,315	53,654,902	
Premium Tax Expense	390,145	1,091,996	
2. Adverse Selection	-	-	-
3. Total (Lines 1 and 2)	23,477,079	60,577,568	64,654,812
4. Investment	38,863	100,886	83,422
5. Other Revenue (Provide detail)	-	-	-
	-	-	-
6. TOTAL (Lines 3 to 5)	23,515,942	60,678,454	64,738,234
<b>EXPENSES:</b>			
Medical and Hospital Services			
7. Capitated Physician Services	97,501	254,629	224,145
8. Fee for Service Physician Services	7,877,304	20,879,603	23,298,075
9. Inpatient Hospital Services	7,569,531	17,323,288	16,025,356
10. Outpatient Services	2,779,968	6,394,837	6,385,803
11. Emergency Room Services	1,090,592	2,911,079	2,738,745
12. Mental Health Services	-	-	-
13. Dental Services	-	-	-
14. Vision Services	88,444	261,514	330,415
15. Pharmacy Services	127	372	1,134
16. Home Health Services	473,613	1,035,603	519
17. Chiropractic Services	1,397	3,740	2,800
18. Radiology Services	730,944	2,044,186	2,331,208
19. Laboratory Services	267,482	724,850	779,210
20. Durable Medical Equipment Services	602,619	1,337,174	1,549,680
21. Transportation Services	702,426	1,684,893	1,800,983
22. Outside Referrals	-	-	-
23. Medical Incentive Pool and Withhold Adjustments	-	-	-
24. Occupancy, Depreciation and Amortization	-	-	-
25. Other Medical and Hospital Services (Provide Detail)	41,278	141,972	171,682
27. Subtotal (Lines 7 to 26)	22,323,226	54,997,740	55,639,755
LESS:			
28. Net Reinsurance Recoveries	118,720	(47,970)	(332,012)
29. Copayments	(12,286)	15,751	106,769
30. Subrogation and Coordination of Benefits	949,478	1,375,057	202,426
Subtotal (Lines 27 to 29)	1,055,912	1,342,838	(22,817)
31. TOTAL MEDICAL AND HOSPITAL (Line 26 less 30)	21,267,315	53,654,902	55,662,572
Administration:			
32. Compensation	-	-	-
33. Marketing	-	-	-
34. Interest Expense	-	-	-
35. Premium Tax Expense	390,145	1,091,996	1,243,212
36. Occupancy, Depreciation and Amortization	-	-	-
37. Other Administration (Provide detail) **	1,649,019	5,422,326	7,000,799
	-	-	-
38. TOTAL ADMINISTRATION (Lines 32 to 37)	2,039,164	6,514,322	8,244,011
	-	-	-
39. TOTAL EXPENSES (Lines 31 and 38)	23,306,479	60,169,224	63,906,583
	-	-	-
40. Extraordinary Item	-	-	-
	-	-	-
41. Provision for Income Tax	73,027	173,185	282,762
	-	-	-
42. NET INCOME/(LOSS) (Line 6 less Lines 39, 40 and 41)	136,436	336,045	548,889

-- Other Administration Detail			
Administration Fees *	1,644,088	5,301,602	6,766,574
Unpaid Claims Adjustment Expense - Change in Reserve	(30,049)	45,712	80,885
ASO Admin Fees	-	-	-
Payroll Taxes	-	-	-
Pharmacy Admin Fees	-	-	(238)
Legal Fees	-	-	(10,388)
Accounting Fees	8,251	24,751	28,000
Consulting	3,969	4,173	5,170
Liability Insurance	18,592	57,419	84,212
Dues, Fees & Subscriptions	-	640	20
Bank Fees	4,168	13,029	19,586
State Tax	-	-	1,978
Abandonment Accrual	-	(25,000)	25,000
Case Mgmt Fees	-	-	-
<b>Total Other Administration</b>	<b>1,649,019</b>	<b>5,422,326</b>	<b>7,000,799</b>

\* Includes Administrative Fees paid to Affiliates

<b>Other Medical and Hospital</b>			
Misc Medical Expense	-	-	-
Case Management fees	41,278	141,972	171,682

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance .....		(291,006)
2.	Net investment income .....	88,873	123,150
3.	Miscellaneous income .....		
4.	Total (Lines 1 through 3) .....	88,873	(167,856)
5.	Benefit and loss related payments .....	46,520	4,619,590
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	(224,976)	(969,655)
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses) .....		
10.	Total (Lines 5 through 9) .....	(178,456)	3,649,935
11.	Net cash from operations (Line 4 minus Line 10) .....	267,329	(3,817,791)
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....		1,100,000
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....		
12.7	Miscellaneous proceeds .....		
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....		1,100,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	1,198,576	1,403,657
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....		
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	1,198,576	1,403,657
14.	Net increase (or decrease) in contract loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(1,198,576)	(303,657)
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....	(230,060)	(265,042)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	(230,060)	(265,042)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(1,161,307)	(4,386,490)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year .....	4,074,910	8,461,400
19.2	End of period (Line 18 plus Line 19.1) .....	2,913,603	4,074,910

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001	.....		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Stop Loss	11  Disability Income	12  Long-Term Care	13  Other
		2  Individual	3  Group										
Total Members at end of:													
1. Prior Year .....													
2. First Quarter .....													
3. Second Quarter .....													
4. Third Quarter .....													
5. Current Year .....													
6. Current Year Member Months .....													
Total Member Ambulatory Encounters for Period:													
7. Physician .....													
8. Non-Physician .....													
9. Total .....													
10. Hospital Patient Days Incurred .....													
11. Number of Inpatient Admissions .....													
12. Health Premiums Written .....													
13. Life Premiums Direct .....													
14. Property/Casualty Premiums Written .....													
15. Health Premiums Earned .....													
16. Property/Casualty Premiums Earned .....													
17. Amount Paid for Provision of Health Care Services .....	46,520								46,520				
18. Amount Incurred for Provision of Health Care Services .....													



**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0199999 Individually Listed Claims Unpaid .....						
0299999 Aggregate Accounts Not Individually Listed - Uncovered ....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....						
0499999 Subtotals .....						
0599999 Unreported claims and other claim reserves .....						232,705
0699999 Total Amounts Withheld .....						
0799999 Total Claims Unpaid .....						232,705
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						

**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1+3)	6  Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....						
2.	Medicare Supplement .....						
3.	Dental only .....						
4.	Vision only .....						
5.	Federal Employees Health Benefits Plan .....						
6.	Title XVIII - Medicare .....						
7.	Title XIX - Medicaid .....	46,520		232,705		279,225	279,225
8.	Other health .....						
9.	Health subtotal (Lines 1 to 8) .....	46,520		232,705		279,225	279,225
10.	Healthcare receivables (a) .....						
11.	Other non-health .....						
12.	Medical incentive pools and bonus amounts .....						
13.	TOTALS .....	46,520		232,705		279,225	279,225

(a) Excludes \$..... loans or advances to providers not yet expensed.

Notes to Financial Statement

Related Party Transactions

At September 30, 2005, the Company reported the following amounts receivable/payable:

\$735 due from Unison Administrative Services, LLC (UAS), formerly Three Rivers Administrative Services, LLC, (also owned by Three Rivers Holdings, Inc.) for amounts receivable under the Administrative Services Agreement. The receivable represents reimbursement due for an overpayment in a prior month. Payment is made monthly. Total expense incurred under this agreement is \$5,443,574.

\$100,247 due to the Parent Company, Holdings, for amounts due under the tax reimbursement agreement. Amounts under this agreement are payable quarterly. Total expense incurred under this agreement recorded in the current year is \$173,185.

Capital and Surplus

Unassigned surplus was reduced by the following amounts:  
non admitted asset values \$33,420

Gain or Loss from Uninsured Plans:

The gain from operations from ASO uninsured plan was as follows for year-to-date September 30, 2005:

	ASO Uninsured Plans
a. Net reimbursement for administrative expenses in excess (deficit) of actual expenses	\$ 408,344
b. Total net other income or expenses	\$ -
c. Net gain or loss from operations (net of tax)	\$ 235,159
d. Total claim payment volume	\$ 50,453,691

Health Care Receivables:

Pharmaceutical Rebate Receivables:

As the company is operating as an ASO, no pharmacy rebates have been estimated since June 30, 2002. Rebates for periods after June 30, 2002, are reported on a cash basis as received and forwarded to TennCare. Received amounts listed below are calculated based on the date the PBM notified the Company of the invoiced rebates. The amounts listed below include payments received on behalf of TennCare under the ASO arrangement. No pharmacy rebate receivable balance is reported on the financial statements as no amounts are receivable prior to the ASO arrangement and all ASO activity is reported on a cash basis, including the amounts listed as invoiced/confirmed in the chart below for the quarters ending after June 30, 2002.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements (Original Estimate)	Pharmacy Rebates as Invoiced/ Confirmed	Actual Rebates Collected Within 90 Days of receiving Invoice	Actual Rebates Collected Within 91 to 180 Days of receiving Invoice	Actual Rebates Collected More Than 180 Days After receiving Invoice
6/30/03	0	135,543	0	87,889	47,654
3/31/03	0	131,563		112,027	19,536
12/31/02	0	135,456	0	104,538	30,918
9/30/02	0	128,710	0	110,477	18,233
6/30/02	133,963	146,471	2,710	136,033	7,729
3/31/02	126,366	140,221	0	112,334	27,887
12/31/01	117,277	178,806	0	142,088	36,718
9/30/01	0	158,496	0	130,488	28,008

Other Items:

On May 16, 2005, the Company adopted an amendment to its Charter to change its name from Better Health Plans, Inc. to Unison Health Plan of Tennessee, Inc. The Company began using the new name effective September 1, 2005, after all approvals were received.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1 Did the reporting entity implement any significant accounting policy changes that would require disclosure in the Notes to the Financial Statements?

Yes[ ] No[X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[X] No[ ]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes[X] No[ ] N/A[ ]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[X] No[ ]
- 3.2 If yes, date of change:  
If not previously filed, furnish herewith a certified copy of the instrument as amended.

05/16/2005
4. Have there been any substantial changes in the organizational chart since the prior quarter end?  
If yes, complete the Schedule Y - Part 1 - organization chart

Yes[ ] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....	.....	.....

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?  
If yes, attach an explanation.

Yes[ ] No[X] N/A[ ]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

08/12/2005
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2003
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/28/2004
- 7.4 By what department or departments?  
Tennessee Department of Commerce and Insurance
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes[ ] No[X]
- 8.2 If yes, give full information
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	.....	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[X] No[ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....

INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock?

Yes[ ] No[X]
- 11.2 If yes, explain:
- 12.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 12.2 If yes, give full and complete information relating thereto:
13. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....
14. Amount of real estate and mortgages held in short-term investments:

\$.....
- 15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[ ] No[X]
- 15.2 If yes, please complete the following:

**GENERAL INTERROGATORIES (Continued)**

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Statement Value
15.21	Bonds .....		
15.22	Preferred Stock .....		
15.23	Common Stock .....		
15.24	Short-Term Investments .....		
15.25	Mortgages Loans on Real Estate .....		
15.26	All Other .....		
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26) .....		
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above .....		

16.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

16.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

Yes[ ] No[X]  
Yes[ ] No[ ] N/A[X]

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[ ]

1	2
Name of Custodian(s)	Custodian Address
First Tennessee Bank National Association .....	Memphis, Tennessee .....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....	.....	.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

17.4 If yes, give full and complete information relating thereto:

Yes[ ] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....	.....	.....	.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
.....	.....	.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

18.2 If no, list exceptions:

Yes[X] No[ ]

Real Estate		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....		
2.	Increase (decrease) by adjustment .....		
3.	Cost of acquired .....		
4.	Cost of additions to and permanent improvements .....		
5.	Total profit (loss) on sales .....		
6.	Increase (decrease) by foreign exchange adjustment .....		
7.	Amount received on sales .....		
8.	Book/adjusted carrying value at end of current period .....		
9.	Total valuation allowance .....		
10.	Subtotal (Lines 8 plus 9) .....		
11.	Total nonadmitted amounts .....		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column) .....		

**SCHEDULE B - VERIFICATION**

Mortgage Loans

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year .....		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount and mortgage interest points and commitment fees .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column) .....		

**SCHEDULE BA - VERIFICATION**

Other Invested Assets Included in Schedule BA

		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year .....		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book/adjusted carrying value of long-term invested assets at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3) .....		

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	1,402,828	1,119,954
2.	Cost of bonds and stocks acquired .....	1,198,576	1,403,657
3.	Accrual of discount .....		
4.	Increase (decrease) by adjustment .....		(20,783)
5.	Increase (decrease) by foreign exchange adjustment .....		
6.	Total profit (loss) on disposal .....		
7.	Consideration for bonds and stocks disposed of .....		1,100,000
8.	Amortization of premium .....	1,239	
9.	Book/adjusted carrying value, current period .....	2,600,165	1,402,828
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....	2,600,165	1,402,828
12.	Total nonadmitted amounts .....		
13.	Statement value .....	2,600,165	1,402,828

**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....	1,402,003	1,198,576		(414)	1,402,416	1,402,003	2,600,165	1,402,827
2. Class 2 .....								
3. Class 3 .....								
4. Class 4 .....								
5. Class 5 .....								
6. Class 6 .....								
7. TOTAL Bonds .....	1,402,003	1,198,576		(414)	1,402,416	1,402,003	2,600,165	1,402,827
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. TOTAL Preferred Stock .....								
15. TOTAL Bonds & Preferred Stock .....	1,402,003	1,198,576		(414)	1,402,416	1,402,003	2,600,165	1,402,827

**14     Schedule DA Part 1 ..... NONE**

**14     Schedule DA Part 2 Verification ..... NONE**

**15     Schedule DB Part F Section 1 ..... NONE**

**16     Schedule DB Part F Section 2 ..... NONE**

**17     Schedule S Ceded Reinsurance ..... NONE**



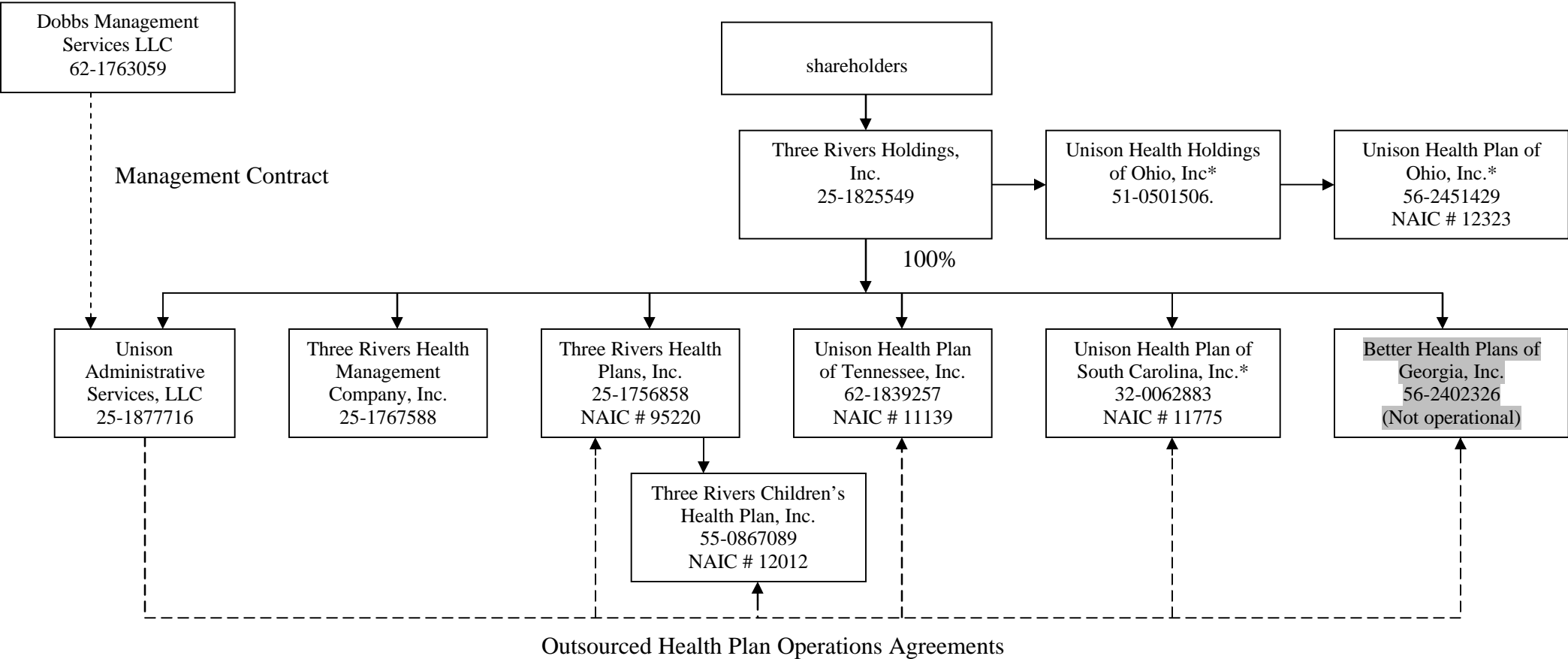
**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**  
**Allocated by States and Territories**

		1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date					
				3  Accident and Health Premiums	4  Medicare Title XVIII	5  Medicaid Title XIX	6  Federal Employees Health Benefits Program Premiums	7  Life and Annuity Premiums and Deposit-Type Contract Funds	8  Property/ Casualty Premiums
State, Etc.									
1.	Alabama (AL) .....	No ..	No ..						
2.	Alaska (AK) .....	No ..	No ..						
3.	Arizona (AZ) .....	No ..	No ..						
4.	Arkansas (AR) .....	No ..	No ..						
5.	California (CA) .....	No ..	No ..						
6.	Colorado (CO) .....	No ..	No ..						
7.	Connecticut (CT) .....	No ..	No ..						
8.	Delaware (DE) .....	No ..	No ..						
9.	District of Columbia (DC) .....	No ..	No ..						
10.	Florida (FL) .....	No ..	No ..						
11.	Georgia (GA) .....	No ..	No ..						
12.	Hawaii (HI) .....	No ..	No ..						
13.	Idaho (ID) .....	No ..	No ..						
14.	Illinois (IL) .....	No ..	No ..						
15.	Indiana (IN) .....	No ..	No ..						
16.	Iowa (IA) .....	No ..	No ..						
17.	Kansas (KS) .....	No ..	No ..						
18.	Kentucky (KY) .....	No ..	No ..						
19.	Louisiana (LA) .....	No ..	No ..						
20.	Maine (ME) .....	No ..	No ..						
21.	Maryland (MD) .....	No ..	No ..						
22.	Massachusetts (MA) .....	No ..	No ..						
23.	Michigan (MI) .....	No ..	No ..						
24.	Minnesota (MN) .....	No ..	No ..						
25.	Mississippi (MS) .....	No ..	No ..						
26.	Missouri (MO) .....	No ..	No ..						
27.	Montana (MT) .....	No ..	No ..						
28.	Nebraska (NE) .....	No ..	No ..						
29.	Nevada (NV) .....	No ..	No ..						
30.	New Hampshire (NH) .....	No ..	No ..						
31.	New Jersey (NJ) .....	No ..	No ..						
32.	New Mexico (NM) .....	No ..	No ..						
33.	New York (NY) .....	No ..	No ..						
34.	North Carolina (NC) .....	No ..	No ..						
35.	North Dakota (ND) .....	No ..	No ..						
36.	Ohio (OH) .....	No ..	No ..						
37.	Oklahoma (OK) .....	No ..	No ..						
38.	Oregon (OR) .....	No ..	No ..						
39.	Pennsylvania (PA) .....	No ..	No ..						
40.	Rhode Island (RI) .....	No ..	No ..						
41.	South Carolina (SC) .....	No ..	No ..						
42.	South Dakota (SD) .....	No ..	No ..						
43.	Tennessee (TN) .....	No ..	Yes ..						
44.	Texas (TX) .....	No ..	No ..						
45.	Utah (UT) .....	No ..	No ..						
46.	Vermont (VT) .....	No ..	No ..						
47.	Virginia (VA) .....	No ..	No ..						
48.	Washington (WA) .....	No ..	No ..						
49.	West Virginia (WV) .....	No ..	No ..						
50.	Wisconsin (WI) .....	No ..	No ..						
51.	Wyoming (WY) .....	No ..	No ..						
52.	American Samoa (AS) .....	No ..	No ..						
53.	Guam (GU) .....	No ..	No ..						
54.	Puerto Rico (PR) .....	No ..	No ..						
55.	U.S. Virgin Islands (VI) .....	No ..	No ..						
56.	Canada (CN) .....	No ..	No ..						
57.	Aggregate other alien (OT) .....	X X X ..	X X X ..						
58.	Subtotal .....	X X X ..	X X X ..						
59.	Reporting entity contributions for Employee Benefit Plans .....	X X X ..	X X X ..						
60.	Total (Direct Business) .....	X X X ..	(a)..... 1						
DETAILS OF WRITE-INS									
5701	.....	X X X ..	X X X ..						
5702	.....	X X X ..	X X X ..						
5703	.....	X X X ..	X X X ..						
5798.	Summary of remaining write-ins for Line 57 from overflow page .....	X X X ..	X X X ..						
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above) .....	X X X ..	X X X ..						

(a) Insert the number of yes responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**

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\*Better Health Plans of OH Holdings, Inc.'s name changed to Unison Health Holdings of Ohio, Inc. effective April 1, 2005.  
Better Health Plans of OH, Inc.'s name changed to Unison Health Plan of Ohio, Inc. effective March 7, 2005  
Better Health Plans of South Carolina, Inc.'s name changed to Unison Health Plan of South Carolina, Inc. effective March 3, 2005  
Better Health Plans, Inc.'s name changed to Unison Health Plan of Tennessee, Inc. effective September 1, 2005  
Three Rivers Administrative Services, LLC's name changed to Unison Administrative Services, LLC effective August 1, 2005

**OVERFLOW PAGE FOR WRITE-INS**

**E01      Schedule A Part 2 ..... NONE**

**E01      Schedule A Part 3 ..... NONE**

**E02      Schedule B Part 1 ..... NONE**

**E02      Schedule B Part 2 ..... NONE**

**E03      Schedule BA Part 1 ..... NONE**

**E03      Schedule BA Part 2 ..... NONE**

**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
912828EH9 .....	U.S. TREASURY NOTE .....		09/28/2005 ....	FTN Financial .....	X X X ....	1,198,576	1,200,000.00		1 .....
0399999 Subtotal - Bonds - U.S. Governments .....					X X X ....	1,198,576	1,200,000.00		X X X ....
6099997 Subtotal - Bonds - Part 3 .....					X X X ....	1,198,576	1,200,000.00		X X X ....
6099998 Summary Item for Bonds Bought and Sold This Quarter .....					X X X ....	X X X ....	X X X ....	X X X ....	X X X ....
6099999 Subtotal - Bonds .....					X X X ....	1,198,576	1,200,000.00		X X X ....
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter .....					X X X ....	X X X ....	X X X ....	X X X ....	X X X ....
7299998 Summary Item for Common Stock Bought and Sold This Quarter .....					X X X ....	X X X ....	X X X ....	X X X ....	X X X ....
7399999 Subtotal - Preferred and Common Stocks .....					X X X ....		X X X ....		X X X ....
7499999 Total - Bonds, Preferred and Common Stocks .....					X X X ....	1,198,576	X X X ....		X X X ....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

**E05      Schedule D Part 4 ..... NONE**

**E06      Schedule DB Part A Section 1 ..... NONE**

**E06      Schedule DB Part B Section 1 ..... NONE**

**E07      Schedule DB Part C Section 1 ..... NONE**

**E07      Schedule DB Part D Section 1 ..... NONE**

**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6  First Month	7  Second Month	8  Third Month	*
open depositories										
PNC Bank - Operating Account .....	Monroeville, PA .....			3.404	29,666	8,966	3,897,239	3,575,894	2,305,439	X X X
PNC Bank - ASO Account .....	Monroeville, PA .....			3.236	10,983		95,732	89,764	605,393	X X X
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X	X X X			2,771	2,771	2,771	X X X
0199999 Totals - Open Depositories .....			X X X	X X X	40,649	8,966	3,995,742	3,668,429	2,913,603	X X X
0299998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....			X X X	X X X						X X X
0299999 Totals - Suspended Depositories .....			X X X	X X X						X X X
0399999 Total Cash On Deposit .....			X X X	X X X	40,649	8,966	3,995,742	3,668,429	2,913,603	X X X
0499999 Cash in Company's Office .....			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash .....			X X X	X X X	40,649	8,966	3,995,742	3,668,429	2,913,603	X X X

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Gross Investment Income
<div>NONE</div>								
0199999 Total Cash Equivalents .....						.....	.....	.....



**Exhibit 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID**

	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
<b>Individually Listed Receivables</b>						
0199999 Total Individuals		<b>None</b>				
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 10)						

**EXHIBIT 3 - HEALTH CARE RECEIVABLES**

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
Receivables not individually listed		None				
0499999 Total - Receivables not individually listed						
0599999 Health care receivables						

**EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES**

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Unison Administrative Services, LLC.	735					735	
0399999 Total gross amounts receivable	735					735	